

EXHIBIT “C”

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Ronald Cohen
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Admitted: NY, PA, TX
May 2, 2005

Mr. and Mrs. Vincent Alaimo
(Via Email)

Retainer Agreement:

Dear Mr. and Mrs. Alaimo:

I hereby agree to represent you in a legal action brought against you in Sullivan County.

I agree to accept a Two Thousand (\$2,000.00) dollar retainer against time and expenses. It is agreed that my hourly rate is \$175.00 per hour for work done in my office and \$250.00 per hour for Court appearances and services provided outside my office. Travel time will be charged at $\frac{1}{2}$ rates. In addition to my fees, you will be responsible for the payment of any expenses that may be needed and approved by you.

You may, at any time subsequent to the execution of this agreement, discharge me from acting as your attorney for any reason or for no reason at all. Should you elect to do so, your file and its contents will be returned to you, provided, at the time of the delivery of the file, you pay the customary cost for copying (12 cents a copy) and provided your final bill for services, costs, and disbursements has been paid in full.

In the event you dispute the amount of fees or reimbursements billed by me, whether paid or not, you have the right to elect to resolve that dispute by arbitration under the rules of the Chief Administrator of the Courts, Part 137. This arbitration proceeding is not available if the dispute is less than \$1,000 or more than \$50,000. If you inform me of such a dispute, I will send you a notice instructing you how to perfect your claim and initiate such arbitration proceeding.

While I can not make any guarantee as to the successful conclusion of this matter, I will use my best efforts on your behalf. You acknowledge that I make no guarantees nor have I ever made any guarantee regarding the final outcome of this matter.

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Kindly indicate your understanding and acceptance
of this agreement by signing below where indicated and be
certain you understand the meaning and significance of this
agreement before so executing.

Very truly yours,



Ronald Cohen

I have read this agreement,
understand its import, and
agree to pay the fees
and expenses as stated.

Vincent Alaimo

Susan Alaimo